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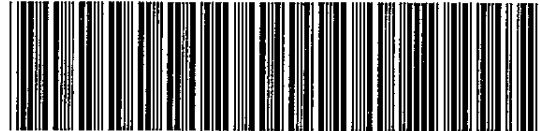
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T. SMITH DEC 13 2002

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ACCOUNT NO. : 072100000032

REFERENCE : 855835 81040A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : December 13, 2002

ORDER TIME : 11:15 AM

ORDER NO. : 855835-005

CUSTOMER NO: 81040A

CUSTOMER: Fletcher Fleming, Esq
Shell Fleming Davis & Menge

Ninth Floor, Seville Tower
226 Palafox Place
Pensacola, FL 32501

DOMESTIC FILING

NAME: CATALINA IV HOMEOWNERS'
ASSOCIATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP
____ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
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____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS: _____

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ARTICLES OF INCORPORATION
OF
CATALINA IV HOMEOWNERS' ASSOCIATION, INC.

The undersigned, Nelson H. Bethune, W.S. Turner, Jr., and Fletcher Fleming, the subscribers to these Articles of Incorporation, hereby execute these Articles of Incorporation to form a non-stock corporation, not for profit, under the laws of the State of Florida.

ARTICLE I. NAME AND ADDRESS

The name of the corporation is CATALINA IV HOMEOWNERS' ASSOCIATION, INC., hereafter called the "Association." The principal office of the Association shall be:

521 Parker Drive, Pensacola, Florida 32504

but may be changed to another place in Florida as designated from time to time by the Board of Directors. The names and addresses of the Incorporators are:

Nelson H. Bethune
7 S. New Warrington Road
Pensacola, FL 32507

W.S. Turner, Jr.
521 East Parker Drive
Pensacola, FL 32504

Fletcher Fleming
7765 Mobile Highway
Pensacola, FL 32526

ARTICLE II. PURPOSE AND POWERS

The Association is not organized for pecuniary gain or profit to the members thereof, and it shall be prohibited from any distribution of income to its members, directors, and officers. The specific purposes for which it is formed are to provide for maintenance, preservation, and architectural control of the subdivision known as CATALINA MOBILE HOMES SUBDIVISION, PHASE IV, (the "Subdivision") according to the plat thereof which shall hereafter be recorded in the Public Records of Escambia County, Florida, and described in the Declaration of Covenants, Conditions and Restrictions executed on November 12, 2002, which shall hereafter be recorded in the Public Records of Escambia County, Florida, herein called "Declaration", and promote the health, safety and welfare of the residents, within the Subdivision and any additions thereto as may hereafter be brought within the jurisdiction of this Association and for these purposes to (but only as the following may from time to time be permissible for corporations not for profit under the laws of Florida):

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the "Declaration," as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(b) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes, or governmental charges levied or imposed against the property of the Association;

(c) acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(d) borrow money, and with the assent of seventy-five (75%) percent of each class of members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility agreeing to hold and maintain the same for such purposes. The Association may grant easements over the Common Area to private parties, but no such easement shall be effective unless an instrument approving or conveying same has been signed by seventy-five (75%) percent of each class of member; unless the Declaration provides for such dedication, transfer, merger, consolidation or annexation;

(g) have and to exercise any and all powers, rights, and privileges which a corporation organized under the Corporation Not For Profit Law of the State of Florida by law may now or hereafter have or exercise.

ARTICLE III. MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any lot which is subject by the Declaration or by covenants of record to assessment by the Association, including contract vendees under a contract for deed, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any lot which is subject to assessment by the Association.

ARTICLE IV. VOTING RIGHTS

The Association shall have two classes of voting membership;

Class A. Class A member(s) shall be all Owners, with the exception of the Declarant, Catalina IV, Inc., a Florida corporation, and shall be entitled to one (1) vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as such owners determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B. The Class B member(s) shall be the Declarant, Catalina IV, Inc., or a successor Declarant, which shall be entitled to four (4) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership upon the conveyance of the eighty-second (82nd) Lot in the Subdivision to a third-party purchaser who is not a Declarant.

ARTICLE V. BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of at least three (3) directors, who need not be members of the Association. The number of directors may be changed by amendment of the By-Laws of the Association but may not exceed nine (9) nor be less than three (3). The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

Nelson H. Bethune
7 S. New Warrington Road
Pensacola, FL 32507

W.S. Turner, Jr.
521 East Parker Drive
Pensacola, FL 32504

Fletcher Fleming
7765 Mobile Highway
Pensacola, FL 32526

At the first annual meeting the members shall elect at least three (3) directors and at each succeeding annual meeting, or at a special meeting called for the purpose of electing directors, the members shall elect the number of directors which may from time to time be designated by the By-Laws.

ARTICLE VI. DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than seventy-five (75%) percent of each class of members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE VII. DURATION

The corporation shall exist perpetually.

ARTICLE VIII. AMENDMENTS

Amendments to these Articles shall require the assent of seventy-five (75%) percent of the entire membership. Amendments may be proposed by any member at any annual meeting or special meeting called for that purpose, and adopted by the members, in person or by proxy, at that or any subsequent meeting by the percentage of members set forth above. The By-Laws of the corporation shall be made, altered, or rescinded, at a regular or special meeting of the members, by a vote of a majority of the members present in person or by proxy. The By-Laws may restrict the number of proxies to be voted by any person.

ARTICLE IX. OFFICERS

The affairs of the corporation are to be managed by a President, Vice-President, Secretary, and Treasurer, who need not be members of the Association. They shall be elected at the first meeting of the Board of Directors following each annual meeting of the members. The President and Vice-President shall be Directors. Until the first election of officers, W.S. Turner, Jr. shall serve as President and Treasurer of the Corporation and Nelson H. Bethune shall serve as Vice-President and Secretary of the Corporation.

ARTICLE X. SUBSCRIBER

The subscribers to these Articles of Incorporation and their addresses are:

Nelson H. Bethune
7 S. New Warrington Road
Pensacola, FL 32507

W.S. Turner, Jr.
521 East Parker Drive
Pensacola, FL 32504

Fletcher Fleming
7765 Mobile Highway
Pensacola, FL 32526

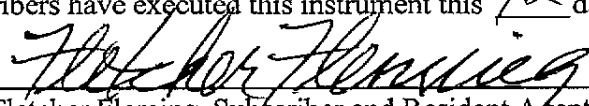
ARTICLE XI. INITIAL RESIDENT AGENT AND OFFICE

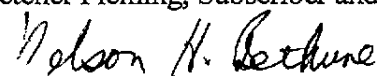
Fletcher Fleming, whose office address is 226 South Palafox Place, Ninth Floor, Seville Tower, Pensacola, Florida 32501, is hereby appointed as the initial Resident Agent of the corporation and by his signature hereto, accepts the appointment as resident agent of the corporation and agrees to comply with all provisions of the law relating thereto.

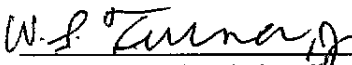
ARTICLE XII. INDEMNITY

Every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him or her in connection with any proceedings to which he or she may be a party or in which he or she may become involved, by reason of his or her being or having been an officer of the Association whether or not he or she was an officer at the time such expenses are incurred, except in such cases wherein the officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which any such officer may be entitled.

IN WITNESS WHEREOF the subscribers have executed this instrument this 12 day of December, 2002.


Fletcher Fleming, Subscriber and Resident Agent


Nelson H. Bethune, Subscriber

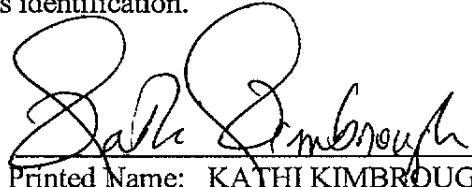

W.S. Turner, Jr., Subscriber

STATE OF FLORIDA

COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 12th day of December, 2002,
Fletcher Fleming, Nelson H. Bethune and W.S. Turner, Jr., who are () personally known to me
or () produced _____ as identification.




Printed Name: KATHI KIMBROUGH
NOTARY PUBLIC
My Commission Expires: July 9, 2006

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SECRETARY OF STATE
DIVISION OF CORPORATIONS